

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
)
MET-COIL SYSTEMS CORPORATION,) Chapter 11
)
Debtor.) Case No. 03-12676 (MFW)
) Ref. Docket No. _____

**ORDER APPROVING THE STIPULATION BY AND
BETWEEN DEBTOR, OFFICIAL COMMITTEE OF UNSECURED
CREDITORS AND MESTEK, INC. EXTENDING INVESTIGATIVE PERIOD**

Upon the Motion (the “**Motion**”)¹ of Mestek, Inc., the Pre-Petition Lender in the above-captioned Chapter 11 case (“**Mestek**”), for entry of an Order approving the Stipulation By and Between Debtor, Official Committee of Unsecured Creditors and Mestek, Inc. Extending Investigative Period; and it appearing that the Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 157(b)(2); and due and adequate notice of the Motion having been given; and it appearing that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor;

1. The Motion is granted.
2. The Stipulation, attached hereto as **Exhibit “A”** is approved.
3. Except as expressly modified pursuant to this Stipulation, the Final DIP Order shall remain in full force and effect in accordance with its terms.

Dated: January __, 2004

The Honorable Mary F. Walrath
United States Bankruptcy Judge

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¹ All capitalized terms used but not defined herein shall have the meanings given them in the Motion.

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
)
MET-COIL SYSTEMS CORPORATION,) Chapter 11
)
Debtor.) Case No. 03-12676 (MFW)
)

STIPULATION EXTENDING INVESTIGATIVE PERIOD

WHEREAS, on August 26, 2003, Met-Coil Systems Corporation, debtor and debtor in possession in the above captioned case (the “**Debtor**”), filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code;

WHEREAS, on September 11, 2003, the Official Committee of Unsecured Creditors (the “**Committee**”) was appointed in this case by the Office of the United States Trustee;

WHEREAS, on October 24, 2003, this Court entered the Final Order Authorizing Debtor to (a) Use Cash Collateral and Grant Replacement Liens and (b) Obtain Post-Petition Financing Pursuant to 11 U.S.C. § 364 of the Bankruptcy Code (the “**Final DIP Order**”);

WHEREAS, pursuant to paragraph 22 of the Final DIP Order:

the grant of the Adequate Protection Liens¹ to the Pre-Petition Lender shall be without prejudice to the right, if any, of the Committee, any subsequently appointed Committee, the Debtor or any other party in interest to seek an order: (i) disallowing the claims of the Pre-Petition Lender; (ii) avoiding any security or collateral interest in the assets of the Debtor claimed by the Pre-Petition Lender in the Pre-Petition Collateral; (iii) modifying the amount, validity, priority or extent of the pre-petition liens, or the pre-petition claims; or (iv) providing any other relief of any type or nature whatsoever, legal or equitable, against the Pre-Petition Lender or otherwise permitting recovery from the Pre-Petition Lender on account of its relationship with the Debtor arising under, relating to or in connection with the pre-petition financing (collectively, the “**Potential Causes of Action**”), provided however, that any such objection, other action or other relief against the

¹ All capitalized terms that are not defined herein shall have the meaning ascribed to them in the Final DIP Order and the Chapter 11 Plan of Reorganization Proposed by Met-Coil Systems Corporation and Mestek, Inc., as Co-Proponents.

Pre-Petition Lender shall be filed, brought or commenced before January 12, 2004 (the "**Investigative Period**");

WHEREAS, Mestek, Inc., the Pre-Petition Lender ("**Mestek**"), has agreed to extend the Investigative Period for the Debtor and the Committee.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the Debtor, Mestek and the Committee, by and through their undersigned counsel, as follows:

1. The Investigative Period is hereby extended through and including March 18, 2004 for the Committee and the Debtor only. The Investigative Period is not extended for any other party in interest. The Investigative Period shall not be further extended without the written consent of Mestek.

2. Except as expressly modified pursuant to this Stipulation, the Final DIP Order shall remain in full force and effect in accordance with its terms.

3. This Stipulation may be executed in counterparts, each of which shall be deemed an original, but together shall constitute one in the same instrument.

Dated: January ____, 2004

MORRIS, NICHOLS, ARSHT &
TUNNELL

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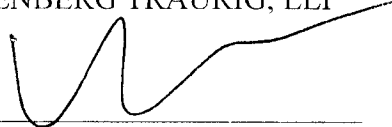
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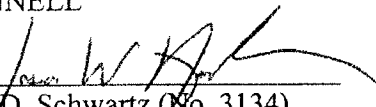
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Counsel for Mestek, Inc.

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Dated: December 31, 2003

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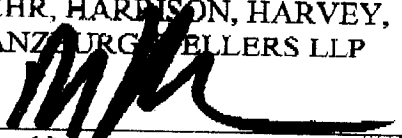
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